

EASTMAN KODAK CO
 Form 4
 April 25, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARKE JEFF

(Last) (First) (Middle)

**EASTMAN KODAK
 COMPANY, 343 STATE STREET**

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [KODK]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/30/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	88,179	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.2					(1)	03/11/2021	Common Stock, par value \$.01	114,943
Stock Option (Right to Buy)	\$ 18.46					(2)	03/11/2022	Common Stock, par value \$.01	152,207
Stock Option (Right to Buy)	\$ 10.19					(3)	03/11/2023	Common Stock, par value \$.01	229,358
Stock Option (Right to Buy)	\$ 15	03/30/2017		A	277,778	(4)	03/11/2024	Common Stock, par value \$.01	277,778

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE JEFF EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650	X		Chief Executive Officer	

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Jeffrey J. Clarke

04/25/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2014 grant date.

(2)

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Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2015 grant date.

- (3) Except as otherwise provided in the award notice or in Mr. Clarke's employment agreement, this option vests one-third on each of the first three anniversaries of the 3/12/2016 grant date.

This option was granted pursuant to Mr. Clarke's employment agreement, effective as of March 12, 2017, under the Company's 2013

- (4) Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. Except as otherwise provided in the award notice or the employment agreement, this option vests one-third on each of March 12, 2018, March 12, 2019 and March 12, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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